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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED DEBTORS AND  
OFFSHORE INTERNATIONAL INC. WITHDRAWING OFFSHORE INTERNATIONAL INC.'S  
NOTICE OF OTHER EXECUTORY CONTRACT CURE CLAIM (DOCKET NO. 12409)

DPH Holdings Corp. and its subsidiaries and affiliates (collectively, the "Reorganized Debtors") and Offshore International Inc. ("Offshore") respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors And Offshore International Inc. Withdrawing Offshore International Inc.'s Notice Of Other Executory Contract Cure Claim (Docket No. 12409) (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, Offshore filed Offshore International Inc.'s Notice Of "Other Executory Contract" Cure Claim (Docket No. 12409) (the "Offshore Cure Claim").

WHEREAS, on April 24, 2008, the Debtors objected to the Offshore Cure Claim pursuant to the Debtors' (I) Omnibus Objection Pursuant To Confirmation Order, 11 U.S.C. §§ 105(a), 365, And Fed. R. Bankr. P. 9014 Regarding Cure Proposals Submitted Under Article 8.2(b) Of Debtors' Plan Of Reorganization And (II) Request For Order Provisionally Allowing Certain Cure Proposals (Docket No. 13459) (the "Omnibus 8.2(b) Cure Objection").

WHEREAS, on May 29, 2008, this Court entered its Omnibus Order (I) Pursuant To Confirmation Order, 11 U.S.C. §§ 105(a), 365, And Fed. R. Bankr. P. 9014 Regarding Cure Proposals Submitted Under Article 8.2(b) Of Debtors' Plan Of Reorganization And (II) Request For Order Provisionally Allowing Certain Cure Proposals (Docket No. 13696) (the "Omnibus 8.2(b) Cure Objection Order"), which, among other things, listed the Offshore Cure Claim as provisionally allowed claim, provided that the Offshore Cure Claim shall (a) "be satisfied by and

subject to the terms of a consummated plan of reorganization," and (b) "shall be subject to expiration of the underlying executory contract or unexpired lease or subject to further modification on account of any increases or decreases to the proposed cure amount as a result of subsequent acts or omissions."

WHEREAS, on July 2, 2009, Offshore accepted and agreed to an accommodation of its cure claim in the amount of \$42,446.28 in full satisfaction of any amounts related to the Offshore Cure Claim (the "Offshore Accommodation Agreement").

WHEREAS, on October 6, 2009 (the "Effective Date"), the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707).

WHEREAS, in accordance with Article 8 of the Modified Plan, Offshore received a cure payment in the amount of \$42,446.28 through a check dated December 1, 2009 in full satisfaction of the amounts asserted in Offshore Cure Claim as modified by the Offshore Accommodation Agreement.

WHEREAS, because the amounts asserted in the Offshore Cure Claim, as modified by the Offshore Accommodation Agreement, have been satisfied in full, the Reorganized Debtors and Offshore entered into this Stipulation, pursuant to which the parties agree that the Offshore Cure Claim is deemed withdrawn with prejudice.

NOW, THEREFORE, the Reorganized Debtors and Offshore stipulate and agree as follows:

1. The Offshore Cure Claim is hereby deemed withdrawn with prejudice.

2. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 29th day of October, 2010

/s/Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

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